

Allan S. Brilliant (AB 8455)
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GOODWIN PROCTER LLP
Counsel for the Ad Hoc Committee
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
In re:	:
	: Chapter 11
	:
DELPHI CORPORATION, et al.	: Case No. 05-44481
	:
Debtors.	: Jointly Administered
	:
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**VERIFIED STATEMENT PURSUANT TO BANKRUPTCY RULE 2019
OF GOODWIN PROCTER LLP**

ALLAN S. BRILLIANT certifies as follows:

1. I am an attorney and a member of the firm of Goodwin Procter LLP (“Goodwin”). I am admitted to practice before the State Courts of the State of New York and the State of Illinois, as well as, *inter alia*, the United States District Courts for the Southern District of New York and the Northern District of Illinois. On behalf of Goodwin, I hereby provide this verified statement (the “Verified Statement”), as required by Rule 2019 of the Federal Rules of Bankruptcy Procedure, in connection with Goodwin’s representation in these chapter 11 cases of certain lenders (collectively, the “Ad Hoc Committee”), for themselves and on behalf of certain funds and managed accounts, under that certain Third Amended and Restated Credit Agreement, dated as of June 14, 2005, among Delphi Corporation (“Delphi”), the lenders from time to time party thereto (the “Lenders”), JPMorgan Chase Bank, N.A., as administrative agent, and the

other parties named therein (the “Prepetition Credit Agreement”). The names and addresses of the members of the Ad Hoc Committee are set forth on Annex A attached hereto.

2. As of the date hereof, each member of the Ad Hoc Committee is a creditor of Delphi and its debtor subsidiaries (collectively, the “Debtors”). The members of the Ad Hoc Committee hold or have economic interests in, directly or indirectly, Loans (as defined in the Prepetition Credit Agreement) in the aggregate amount of at least \$443,250,000. One or more members of the Ad Hoc Committee are original Lenders under the Prepetition Credit Agreement, and some or all members have purchased interests in Loans in the secondary market. With respect to such secondary market transactions, certain of these transactions have not yet settled.

3. The Ad Hoc Committee began to be organized by DK Acquisition Partners LP on or about October 11, 2005. The members of the Ad Hoc Committee have asked Goodwin to represent their interests, as well as the interests of other holders of Loans who may join the Ad Hoc Committee in the future, during the pendency of these chapter 11 cases.

4. In addition, Goodwin also represents Foreman Tool & Mold Corp., a supplier of the Debtors, (“Foreman”) in connection with matters unrelated to Goodwin’s representation of the Ad Hoc Committee. Foreman is located at 3850 Swenson Avenue, Saint Charles, Illinois 60174.

5. As of the date hereof, Goodwin does not hold a claim against the Debtors. However, Goodwin may at some future time seek to have its fees and disbursements paid by the Debtors’ estates pursuant to the Prepetition Credit Agreement or the Bankruptcy Code.

6. The undersigned certifies that this Verified Statement is true and accurate to the best of his knowledge and belief. Goodwin reserves the right to revise and supplement this Verified Statement as need be.

Dated: New York, New York
October 24, 2005

GOODWIN PROCTER LLP

By: /s/ Allan S. Brilliant

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ANNEX A

Quadrangle Master Funding Ltd.
375 Park Avenue, 14th Fl.
New York, NY 10152

DK Acquisition Partners LP
885 Third Avenue, Suite 3300
New York, NY 10022

Elliott & Associates
712 Fifth Avenue, 36th Fl.
New York, NY 10019

Cyrus Opportunities Master Fund II, Ltd.
c/o Cyrus Capital Partners
390 Park Avenue, 21st Floor
New York, NY 10022

Latigo Partners, L.P.
590 Madison Avenue, 9th Floor
New York, NY 10022

Canyon Capital Partners
9665 Wilshire Blvd.
Beverly Hills, CA 90212

D.E. Shaw & Co., L.P.
D.E. Shaw Laminar Portfolios, L.L.C.
120 West 45th Street
39th Floor
New York, NY 10036

Special Situations Investing Group, Inc.
85 Broad Street
New York, NY 10004

Longacre Capital Partners (QP), L.P.
Longacre Master Fund, Ltd.
c/o Longacre Fund Management LLC
810 7th Avenue, 22nd Floor
New York, NY 10019

Concordia Distressed Debt Fund LP
Concordia Mac 29 Ltd.
1350 6th Avenue, Suite 3202
New York, NY 10019

Avenue Capital Group
535 Madison Avenue, 14th Floor
New York, NY 10022